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RECORDATION NO. 16689-2-R
FILED 1425
OCT 9 1996 10 45 AM

October 8, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are six (6) copies each of Lease Supplement No. 8 and Security Agreement and Trust Indenture Supplement No. 7, both dated as of September 12, 1996, and both being secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Trust Indenture previously filed with the Commission under Recordation Number 16689.

The names and addresses of the parties to the enclosed document are:

Lease Supplement No. 8

Lessor: First Security Bank
79 South Main Street
Salt Lake City, Utah 84111

Lessee: GE Capital Railcar Associates, Inc
33 W Monroe Street
Chicago, Illinois 60603

Counterparts - Charles M. Linn

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Security Agreement and Trust Indenture Supplement No. 7

Owner Trustee: First Security Bank
79 South Main Street
Salt Lake City, Utah 84111

Security Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02110

A description of the railroad equipment for which reporting marks and road numbers are being changed is set forth on Schedule A attached to each document.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 7

SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 7
("INDENTURE SUPPLEMENT NO. 7") dated as of September 12, 1996, between FIRST SECURITY BANK, N.A., a national banking association, not individually but solely as Owner Trustee ("Owner Trustee") under RAIL TRUST NO. 89-7, and FIRST TRUST OF ILLINOIS, N.A. ("Indenture Trustee").

WHEREAS, Owner Trustee and Indenture Trustee are parties to a Security Agreement and Trust Indenture ("Trust Indenture") as supplemented, dated as of December 14, 1989, between Owner Trustee and Indenture Trustee, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board "STB") pursuant to U.S.C. Section 11303 (a) on December 28, 1989, and given Recordation No. 16689-B; and

WHEREAS, Section 3.6 of the Trust Indenture provides that, upon the concurrence of both the Owner Trustee and the Indenture Trustee, the Owner Trustee shall exercise any right conferred upon the Owner Trustee to terminate, amend, supplement, waive or modify the Lease (defined herein below) pursuant to Section 22.7 thereof; and

WHEREAS, the Owner Trustee, as Lessor, leased to GE Capital Railcar Associates, Inc., (the "Lessee"), as assignee to the interest of ITEL Rail Corporation, one hundred eleven (111) units of railroad equipment pursuant to an Equipment Lease Agreement (the "Lease") as supplemented, dated as of December 14, 1989 between the Owner Trustee, as Lessor,

and the Lessee, which was filed and recorded with the Interstate Commerce Commission ("ICC") (predecessor to the Surface Transportation Board "STB") pursuant to 49 U.S.C. Section 11303 (a) on December 28, 1989, and given Recordation No. 16689; and

WHEREAS, the Lease requires the Owner Trustee and the Lessee to file periodic supplements to the Lease to reflect changes in the reporting marks of certain of the units of Equipment; and

WHEREAS, to perfect the security interest granted to the Indenture Trustee under the Trust Indenture, the Trust Indenture requires the Owner Trustee to file periodic supplements to the Trust Indenture to reflect the same changes in reporting marks of certain of the units of Equipment set forth in periodic supplements to the Lease.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Trust Indenture, the parties hereby agree as follows:

1. All capitalized terms used herein shall have the meanings ascribed to them in the Trust Indenture, unless otherwise stated.
2. The Trust Indenture is hereby supplemented as follows:
 - (i) Schedule A attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1995 to December 31, 1995.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be executed on their behalf by their respective duly authorized officers.

FIRST SECURITY BANK [REDACTED], N.A.,
not individually but solely as Owner Trustee
under Rail Trust No. 89-7

By _____

Name:

Title:


LARRY C MONTGOMERY

ASSISTANT VICE PRESIDENT

FIRST TRUST OF ILLINOIS, N.A.
Indenture Trustee Under Rail Trust No. 89-7

By _____

Name:

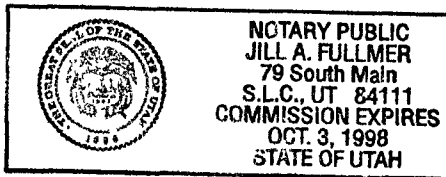
Title:


ED BUTLER

VICE PRESIDENT

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On this 25th day of September, 1996, before me personally appeared Larry C. Montgomery, personally known to me to be the person who executed the foregoing instrument as AVP of FIRST SECURITY BANK ~~OF~~ UTAH, N.A., and acknowledged to me that the Corporation executed it.



Jill A. Fullmer
Notary Public

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 2nd day of OCTOBER, 1996, before me personally appeared E.D. Butler, personally known to me to be the person who executed the foregoing instrument as VICE PRESIDENT of FIRST TRUST OF ILLINOIS, N.A., and acknowledged to me that the Corporation executed it.

S. O. Butler
Notary Public

**SECURITY AGREEMENT AND TRUST INDENTURE
SUPPLEMENT NO. 7
TO ITTEL RAIL TRUST NO. 89-7**

SCHEDULE A

Remarks for Period 1/1/94 to 12/31/94

<u>Old Reporting Mark</u>	<u>Old Car Number</u>	<u>New Reporting Mark</u>	<u>New Car Number</u>
WICT	041075	CIND	051608
WICT	041095	CIND	051603
WSOR	041089	CWWR	003100
WSOR	041096	CIND	005106
WICT	041199	AGLF	005535